
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 001-40116

AdTheorent Holding Company, Inc.

(Exact name of registrant as specified in its charter)

330 Hudson Street, 13th Floor

New York, NY 10013

(800) 804-1359

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$0.0001 per share

Warrants to purchase common stock

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>
Rule 15d-22(b)	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: One (1).

Pursuant to the requirements of the Securities Exchange Act of 1934, AdTheorent Holding Company, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

ADTHEORENT HOLDING COMPANY, INC.

Date: July 1, 2024

By: /s/ James Lawson

Name: James Lawson

Title: Chief Executive Officer
